HUNTINGTON
EXPLORATION INC.

2003
ANNUAL REPORT

Contents

Corporate Profile

Huntington Exploration Inc. is in the business of resource exploration and development in Canada. The shares of Huntington are listed on the TSX Venture Exchange and trade under the symbol "HEI".

Corporate History

Huntington Exploration Inc. (the Company) was incorporated as 676182 Alberta Ltd. under the laws of Alberta by Articles of Incorporation dated November 28, 1995. On February 1, 1996 the Company changed its name to Goldust Mines Ltd. and subsequently, on July 18, 1997 changed its name to Huntington Exploration Inc. The Company adopted the French name equivalency of Exploration Huntington Inc. on the same date. Pursuant to an agreement between the Company and Croinor Explorations Inc., the Company purchased a portfolio of 12 mineral properties in Canada. The acquisition, which closed on March 29, 1996, included a 50 percent interest in the Croinor gold property located near Val d'Or, Quebec. On April 14, 1996 the Company acquired the remaining 50 percent interest in the Croinor property from Cambior Inc. From mid-1996 through to the spring of 1997, the Company completed a 50,000 ton open pit bulk sampling project on the Croinor property producing 5,332 ounces (oz) of gold. The Croinor gold property was under option to South-Malartic Exploration Inc. commencing in August 1997. Having spent a total of $1,500,000 in exploration on the property, South-Malartic earned a 70% interest in the Croinor property effective January 31, 2002. The Company participated in several subsequent work programs on the property and has elected not to participate in some of the latest programs. The Company's interest in the property is 21.6% as of January 31, 2004. The Croinor gold property has been the principal area of activity for the Company.

Notice of Annual General Meeting

Shareholders are invited to attend the Annual General Meeting of the Company on Tuesday, June 15, 2004 at 11:00 a.m. in the offices of Aeonian Capital Corporation, located in Suite 2450, Bow Valley Square Three, 255 - 5 Avenue S.W., Calgary, Alberta.

Report to Shareholders

The year 2003 saw the price for gold bullion reach a new level not seen in 7 years. This has brought a renewed interest in the gold sector of the mineral resource business. Huntington's principal Croinor and Tex-Sol properties both located near Val d'Or, Quebec, have gold resources or gold potential.

Croinor Property

The Croinor gold property remained the center of activity for Huntington and forms the Company's main mineral asset. As of January 31, 2004 Huntington owns a 21.4% interest in the property, which is operated by South-Malartic Exploration Inc., who hold the remaining interest. Huntington also holds a royalty varying from a minimum of 1% to maximum of 3% net smelter return depending on ore grade and gold price which royalty is applicable to 70% of the interest in the property.

The Croinor gold property has been explored intermittently over the years, both from the surface and underground, commencing in 1944 and intermittently through to 1996 when an open-pit 50,000-ton bulk sampling was undertaken by the Company. The bulk sampling was completed in 1997, yielding 5,332 oz. of gold from a 97% recovery. The overall grade of the bulk sample was 2.94 grams per tonne (g/t), which is equivalent to 0.095 oz/ton.

In August 1997, the Company entered into an option and joint venture agreement with South-Malartic Exploration Inc., who had the right to earn a 70% interest by incurring total exploration expenditures of $1,500,000 over a fixed period. Pursuant to the agreement, South-Malartic earned in the property effective January 31, 2002. Huntington and South-Malartic on a joint venture basis have continued with exploration on the property.

Huntington's interest in the property has been reduced from 30.0% to 21.4% as a result of electing not to participate in two recent work programs. A 20,000 tonne bulk sample was conducted on the property over the fourth quarter of 2003 and first quarter of 2004. The bulk sample produced 1,981 oz. of gold for a 97.4% recovery. The average grade was 3.0 g/t (grams/tonne). Open pit mining on a commercial scale is currently being evaluated.

Other Properties

In February 2003, Huntington (33%) and a partner, Inmet Mining Corporation (67%), entered into a three year option agreement with a subsidiary of Unitronix Corporation calling for total expenditures of $1,000,000 in respect to the Sturgeon Lake property located near Thunder Bay, Ontario.

In April 2004 an Option Agreement with Cambior Inc. was negotiated in respect to the Tex-Sol gold property located in the Val d'Or area of Quebec. The option provides for total exploration expenditures of $350,000 over a three year period.

No further exploration expenditures, other than holding costs, were incurred during 2003 on the Company's remaining five mineral exploration properties, located in Quebec, Ontario, Nova Scotia and Northwest Territories.

Efforts in 2003 were concentrated on the Croinor property while consideration is being given to participation in other sectors of the resource industry.

On behalf of the Board,

John A. Pope, P.Eng.
President
May 5, 2004

Review of Mineral Properties

Huntington has eight mineral properties in Canada, all of which have undergone geological investigations ranging from grassroots to extensive in previous years

Croinor Property, Quebec

The Croinor gold property is located near Val d'Or in northwestern Quebec. The property is comprised of 422 mining claims within the Pershing, Tavernier, Tiblemont and Vauquelin Townships. Huntington holds a 21.4% interest in the property, effective January 31, 2004. The remaining 78.6% interest is held by South-Malartic Exploration Inc. Huntington also holds a net smelter return varying between 1% and 3% depending on ore grade and gold price, which is applicable to 70% of the interest in the property.

The Croinor property was initially explored between 1944 and 1948 which included surface drilling, sinking a vertical shaft with four exploration levels and underground drilling. In 1979 a renewed exploration program included surface drilling, installing a 700 meter ramp from surface and building a 20 kilometer access road. Exploration during 1983 and 1984 involved additional surface and underground drilling. Further drilling was completed in 1988 and 1989.

The Company undertook a 50,000 ton bulk sample extraction on the property in 1996 and 1997 producing 5,332 oz of gold. The majority of the ore was processed through the AurBel Mill near Val d'Or which yielded a 97% gold recovery. The overall grade of the bulk sample was 2.94 grams per tonne (g/t), which is equivalent to 0.095 oz/ton.

In August 1997, the Company optioned the property to South-Malartic Exploration Inc. who had the right to earn a 70% interest by incurring total exploration expenditures of $1,500,000 over a fixed period. South-Malartic earned in the property effective January 31, 2002. Huntington retains a 30% interest and a royalty on the South-Malartic 70% interest, which varies from a 1 to 3% net smelter return depending on ore grade and gold price. Significant progress was made with the exploration programs during the option period in defining the gold resource established on the Croinor property.

Since February 1, 2002 Huntington and South-Malartic, on a joint venture basis, have continued with exploration work on the Croinor property. Huntington's interest in the property has been reduced from 30.0% to 21.4% as a result of electing not to participate in two recent programs. A 20,000 tonne bulk sample was conducted on the property over the fourth quarter of 2003 and first quarter of 2004. The bulk sample produced 1,981 oz. of gold for a 97.4% recovery from the Richmont (Camflo) Mill located near Val d'Or. The average grade was 3.0 g/t. Open pit mining on a commercial scale is currently being evaluated.

The Croinor property is mainly underlain by intermediate to mafic volcanic rocks which were intruded by a diorite sill. The property lies immediately north of the "Cadillac Brake" where most of the significant gold deposits of northwestern Quebec are located. These include the prolific mines of the Val d'Or area which are believed to be genetically related to the same major structure. The main Croinor gold deposit occurs within the diorite sill and is classified as the vein type associated chiefly with quartz carbonate and sulphides, in addition to subordinate mineralization and pervasive carbonate alteration. The gold veins are structurally controlled by oblique sheer zones along with brecciation and tension fractures.

Tex-Sol – Quebec

The Tex-Sol gold property is located east of Val d'Or, Quebec. The property (100% Huntington) consisting of 10 claims and is located within the same Greenstone Belt as past and producing mines in the general area. El Sol Gold Mines Ltd. initially explored the Tex-Sol property from 1946 to 1948. In 1986 Dominion Explorers Inc. evaluated the grounds with geological mapping, ground geophysical surveys, and 16 diamond drill holes. Further exploration was conducted in 1998 by Aur Resources Inc. who had the property under option. The Tex-Sol property is currently under option to Cambior Inc. Potential exists to discover economic mineralization within the sector that lies down plunge from the known ore at the adjacent Louvicourt Goldfield.

Missing Lake, Mishibishu Lake Area, Ontario

The property is located approximately 80 kilometers southeast of the Hemlo Gold Mines in the Mishibishu Lake area, Ontario. The Missing Lake property consists of 1 claim (50% Huntington). This single claim is along the Dorset Zone which was the target of extensive exploration by Murgor Resources Inc. and Battle Mountain Canada Ltd. in the 1996 to 2000 period.

West Gore, Nova Scotia

The West Gore Property (100% Huntington) is located in Hants County and is comprised of 16 claims of which 12 are subject to a 10% net profits interest. The area has been explored and exploited for antimony and gold since the discovery of the main deposit in the early 1880s.

Fairbank, Ontario

The Fairbank Property is located near Sudbury. The Company's 100% interest in the property was transferred to Falconbridge Limited in 1989. Falconbridge is required to pay an advance royalty payment to the Company of $5,000 per year until the year 2008. The Company will receive a 2% net smelter return royalty from any future production on the property. The property contains the potential for large deep nickel deposits.

Sturgeon Lake, Ontario

The Sturgeon Lake Property is located near Thunder Bay. The property, which is operated by Inmet Mining Corporation, is comprised of 78 claims in which the Company has a 33% interest and 2 claims in which the Company has a 6.6% interest. The property is under option to Unitronix Corporation.

Cape Smith, Quebec

Energold Minerals Inc. is the operator of this property located on the north end of the Ungava Peninsula. Huntington holds a 13% interest in the Cape Smith Property. Marginal nickel-copper mineralization has been found on this property.

Labine Point, NWT

The Company holds a 50% interest in three mining leases at Labine Point, Great Bear Lake, NWT, under a renewed lease to 2023. Falconbridge Ltd., as operator of the leases, holds the remaining 50 percent interest. Over the period 1974 to 1981, Echo Bay Mines Ltd., who owned and operated the adjoining Eldorado Silver-Uranium Mine, optioned the property and carried out exploration consisting of geophysics and diamond drilling.

Management's Discussion and Analysis

The Company continued throughout 2003 to manage cash resources conservatively, keeping overhead to a minimum and with the exception of the Croinor property not to incur any exploration expenditures, other than lease and claim renewal and maintenance costs. The mineral exploration activity for the Company in 2003 occurred on the Croinor gold property, Huntington 21.4%, with joint venture partner South-Malartic Exploration Inc. who hold the remaining 78.6%. Huntington incurred total expenditures of $187,551 ($312,230 in 2002) on the Croinor joint venture program during 2003. The Company did not participate in the last two exploration programs in 2003 and had its interest reduced to 21.4% as of January 31, 2004.

Revenue and Expenses

Revenue for the twelve months ended December 31, 2003 was $19,960, compared to revenue of $14,143 in 2002. Funds used in operations were $113,966 or $0.01 per share for the period compared to $95,238 or $0.01 per share for the prior year while the loss was $118,537 or $0.01 per share in the year 2003 compared to $53,370 or $0.01 per share in 2002.

Total expenses for the year were $138,497 ($67,513 in 2002). Mining exploration costs were $20,142 ($27,497 in 2002). Depreciation on office and other equipment was $1,047 ($4,332 in 2002). General and administrative expenses were $105,410 ($81,884 in 2002) and consisted mainly of consulting fees, share transfer services and office expenses. The write-down of mineral properties was $17,640 (nil in 2002).

Due to South Malartic Exploration Inc. earning a 70% interest in the Croinor property as of January 31, 2002, a provision for restoration adjustment was recorded during 2002.

Financial Position

At the end of the year, the Company had $12,432 ($280,552 in 2002) in cash and short-term deposits and $68,839 ($125,039 in 2002) in marketable securities. In December 2002 the Company issued 1,667,000 flow through common shares for proceeds of $200,040 and 500,000 common shares for proceeds of $50,000. No shares were issued in 2003.

Management's Report

The accompanying financial statements of Huntington Exploration Inc. have been prepared by management in accordance with generally accepted accounting principles.

The Company's accounting procedures and related systems of internal control are designed to provide reasonable assurance that its assets are safeguarded and its financial records are reliable. Management is satisfied that these financial statements have been prepared accordingly and within reasonable limits of materiality. Further, management is satisfied that the financial information through the balance of this report is consistent with the information presented in the financial statements.

KPMG LLP, independent auditors, have been appointed by the shareholders of Huntington. They have examined the financial statements of the Company for the year ended December 31, 2003 and the auditors' opinion is expressed herein.

The Audit Committee have reviewed these statements with management and the auditors have reported to the Board of Directors. The Board of Directors have approved the financial statements.

John A. Pope, P.Eng.
President and
Chief Executive Officer

Andrew S. Burgess
Andrew S. Burgess, C.A.
Vice President and
Chief Financial Officer

Auditor's Report

We have audited the consolidated balance sheets of Huntington Exploration Inc. as at December 31, 2003 and 2002 and the consolidated statements of operations and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2003 and 2002 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

KPMG LLP

Chartered Accountants

Calgary, Canada
March 12, 2004

HUNTINGTON EXPLORATION INC.

Consolidated Balance Sheets

December 31, 2003 and 2002

	2003	2002
Assets		
Current assets:		
Cash and short-term deposits	$ 12,432	$ 280,552
Investments (market value 2003 - $181,080; 2002 - $233,800)	68,839	125,039
Accounts receivable	5,410	4,737
	86,681	410,328
Mineral properties (note 3)	1,271,682	1,101,771
Capital assets (note 4)	2,445	3,492
	$ 1,360,808	$ 1,515,591
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 31,971	$ 162,475
Note payable (note 5)	100,000	–
	131,971	162,475
Provision for site restoration	14,058	19,800
Shareholders' equity:		
Share capital (note 7)	4,729,233	4,729,233
Deficit	(3,514,454)	(3,395,917)
	1,214,779	1,333,316
Future operations (note 2)		
	$ 1,360,808	$ 1,515,591

See accompanying notes to consolidated financial statements.

Approved by the Board:

Director

Andrew A. Burgess

Director

HUNTINGTON EXPLORATION INC.

Consolidated Statements of Operations and Deficit

Years ended December 31, 2003 and 2002

	2003	2002
Revenue:		
Investment income	$ 11,586	$ 14,143
Gain on sale of investments	8,374	–
	19,960	14,143
Expenses:		
General and administrative	105,410	81,884
Mineral exploration costs	20,142	27,497
Depreciation	1,047	4,332
Provision for site restoration	(5,742)	(46,200)
Write-down of mineral property	17,640	–
	138,497	67,513
Net loss for the year	(118,537)	(53,370)
Deficit, beginning of year	(3,395,917)	(3,342,547)
Deficit, end of year	$ (3,514,454)	$ (3,395,917)
Loss per share – basic and diluted	$ (0.01)	$ (0.01)

See accompanying notes to consolidated financial statements.

HUNTINGTON EXPLORATION INC.

Consolidated Statements of Cash Flows

Years ended December 31, 2003 and 2002

	2003	2002
Cash flow provided by (used in) operating activities:		
Net loss for the year	$ (118,537)	$ (53,370)
Items not involving cash:		
Depreciation	1,047	4,332
Provision for site restoration	(5,742)	(46,200)
Gain on sale of investments	(8,374)	–
Write-down of mineral property	17,640	–
Funds used in operations	(113,966)	(95,238)
Changes in non-cash working capital:		
Accounts receivable	(673)	450
Accounts payable and accrued liabilities	445	13,530
	(114,194)	(81,258)
Investments:		
Mineral properties	(187,551)	(312,230)
Accounts payable and accrued liabilities	(130,949)	135,858
Proceeds on sale of investments	64,574	–
	(253,926)	(176,372)
Financing:		
Issue of shares for cash, net	–	247,313
Note payable	100,000	–
	100,000	247,313
Decrease in cash and cash equivalents	(268,120)	(10,317)
Cash and cash equivalents, beginning of year	280,552	290,869
Cash and cash equivalents, end of year	$ 12,432	$ 280,552
Cash and cash equivalents is comprised of:		
Cash	$ 12,432	$ 36,724
Short-term deposits	–	243,828
	$ 12,432	$ 280,552

See accompanying notes to consolidated financial statements.

1. **Incorporation:**

The Company is incorporated under the laws of the Province of Alberta.

2. **Significant accounting policies:**

(a) Future operations:

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values. Thus far, the Company has had a working capital deficiency and has had continuing losses since inception.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

(b) Investments:

Investments are stated at the lower of cost and market.

(c) Mineral property interests:

Costs of acquiring mineral properties are deferred until either commercial production is established, the property is considered impaired or the property is abandoned; at that time the costs are either amortized on a unit of production basis or fully charged to operations.

Proceeds from sale of properties and earn-in arrangements in which the Company has retained an economic interest are credited against property costs and no gain is recorded until all costs have been fully recovered. Periodically, a determination is made by management as to the status of each property. Where a property shows no promise from prior exploration results and is dormant, the claims may be allowed to lapse. At management's discretion, the properties or costs are written off or written down to a nominal value where an interest in claims remains. Management also periodically determines if an exploration property is impaired and whether the carrying value of such property should be written-down and whether exploration costs incurred should be charged against earnings rather than being deferred.

Amounts recorded for mineral properties represent costs incurred to date, net of writedowns, and are not intended to reflect present or future values. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

2. **Significant accounting policies (continued):**

(d) Capital assets:

Capital assets are stated at their cost. Depreciation is provided by the declining balance method at 30% per annum.

(e) Provision for site restoration:

The Company records a liability for its proportionate share of site restoration costs related to mine sites in accordance with regulatory requirements.

(f) Loss per share:

Loss per share is calculated based on the weighted average number of shares outstanding during the year.

(g) Cash and cash equivalents:

Cash and cash equivalents is defined to include short term deposits with maturities less than 90 days.

(h) Income taxes:

Income taxes are accounted for using the asset and liability method whereby future income tax assets and liabilities are recognized for the future income tax consequences attributable to temporary differences between the financial statement carrying amounts of assets and liabilities and their respective income tax basis. Future income tax assets and liabilities are measured using tax rates expected to apply when the asset is realized or the liability settled.

(i) Measurement uncertainty:

The amounts recorded for depreciation of capital assets, the provision for future site restoration, write down on mineral properties and write down on investments are based on estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

3. **Mineral properties:**

Mineral properties consist of the following:

Property	2003	2002
Croinor	$ 1,146,682	$ 959,131
Tex-Sol	100,000	100,000
West Gore	25,000	25,000
Missing Lake	–	17,640
	$ 1,271,682	$ 1,101,771

3. **Mineral properties continued:**

The Company has interests in the following properties:

(a) Croinor Property, Pershing Township, Quebec:

The Company owns a 21.4% interest, effective as of January 31, 2004, in 133 mineral claims in the original property. Five of the claims are subject to a 10% after-payout non-contributing interest. 92 of the claims are subject to an advance royalty payment of $15,000 annually until commercial production on the claims has been achieved and thereafter subject to a 15% after pay-out net profit interest with minimum payments of $15,000 annually, and subject to a 5 percent carried interest and 36 of the claims are subject to a net smelter return of 1.5%. The 70 percentage points out of the remaining 78.6% interest held by a third party is subject to a net smelter return payable to the Company which can vary between 1% and 3% depending on one grade and gold price. During 2001 through 2003 the Company acquired an interest in a total of 289 additional claims either adjoining or nearby the property on the west, north and east sides of the original property. The Company's interest in all the claims was diluted in 2003 by 8.6% from 30% to 21.4% as a result of non-participation in two exploration cash calls.

(b) Tex-Sol Property, Bourlamaque Township, Quebec:

The Company owns a 100% interest in 10 claims.

(c) West Gore, Hants County, Nova Scotia:

The Company owns 100% in an exploration license comprising 16 claims, subject to a 10% net profits interest.

(d) Missing Lake, Point Isacor and Mishubishu Lake Townships, Ontario:

The Company owns a 100% interest in 10 mineral claims and a 50% interest in one mineral claim. This property was written off in 2003.

4. **Capital assets:**

	2003	2002
Mining equipment	$ 20,000	$ 20,000
Office and other equipment	41,694	41,694
	61,694	61,694
Accumulated depreciation	59,249	58,202
	$ 2,445	$ 3,492

5. **Note payable:**

The note payable, owing to a company owned by a director and officer, is due on demand, and bears interest at 6% compounded semi-annually. The note is secured by the investments.

6. **Income taxes:**

The components of the Company's future income tax asset are as follows:

	2003	2002
Future income tax assets:		
Future site restoration	$ (5,619)	$ 7,865
Tax losses	379,648	351,069
Mineral properties	2,475,538	2,602,153
Future income tax asset	2,849,567	2,961,087
Valuation allowance	(2,849,567)	(2,961,087)
Net future income tax asset	$ –	$ –

At December 31, 2003, the Company has non-capital losses of approximately $1,009,000 expiring at various dates to December 31, 2010.

7. **Share capital:**

(a) Authorized:

The authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares issuable in series.

(b) Issued:

	Number of shares	Amount
Balance, December 31, 2001	10,510,392	$ 4,481,920
Issued for cash:		
Flow through shares	1,667,000	200,040
Private placement	500,000	50,000
Share issuance costs	–	(2,727)
Balance, December 31, 2002 and 2003	12,677,392	$ 4,729,233

8. **Related party transactions:**

For the year ended December 31, 2003, the Company recorded $6,920 (2002 - $6,643) in legal fees to firms of which a director is a partner and $35,432 (2002 - $41,369) in consulting fees to companies owned by directors.

The note payable is to a corporation controlled by a director and officer of the Company (note 5).

9. **Financial instruments:**

The carrying amount of short-term deposits, accounts receivable and accounts payable and accrued liabilities approximate the fair value because of the near-term maturity of those instruments.

The fair value of marketable securities is considered to be equal to the market value of securities which is disclosed on the face of the consolidated balance sheet.

The fair value of the note payable is not practicably determinable as it is non-interest bearing with no fixed terms of repayment.

CORPORATE INFORMATION

Directors

Andrew S. Burgess
Vice President,
Huntington Exploration Inc.

John A. Pope
President,
Huntington Exploration Inc.

C. Alan Smith
President,
Aeonian Capital Corporation

William H. Smith, Q.C.
Partner,
McCarthy Tétrault LLP

Officers

C. Alan Smith
Chairman

John A. Pope
President and Chief Executive Officer

Andrew S. Burgess
Vice President and Chief Financial Officer

William H. Smith, Q.C.
Corporate Secretary

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Transfer Agent and Registrar

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